

The following is an unofficial translation of the Hebrew report and has been prepared for convenience only. In case of any discrepancy, the Hebrew version prevails.

בנק הפועלים בע"מ
Bank Hapoalim B. M.
Number with the Registrar: 520000118

Securities Authority www.isa.gov.il Tel Aviv Stock Exchange Ltd. www.tase.co.il Tav 049 Transmitted via Magna 12/04/2018
(Public) Reference: 2018-01-030603

Immediate Report on the Results of a Meeting for Approval of a Controlling Shareholder Transaction and/or for Approval of a Private Placement and/or Approval of Dual Office-Holding as CEO and Chairman and/or Appointment of Outside Directors

According to Regulation 13 of the Securities Regulations (a Transaction between a Company and the Controlling Shareholder thereof), 5761-2001
or Regulation 22 of the Securities Regulations
(a Private Placement of Securities in a Listed Company), 5760-2000
Regulation 36D (b) of the Securities Regulations
(Periodic and Immediate Reports), 5730-1970
Regulation 36D (d) of the Securities Regulations
(Periodic and Immediate Reports), 5730-1970

Insofar as additional issues were listed on the agenda of the meeting, they should be specified in Section 3.

1. At the meeting convened on 12/04/2018, a notice of the calling of which was published in the form whose reference is 2018-01-018129 and the issues on the agenda of which were:

Serial No.	Type of Transaction / Issue for the Vote	Summary of the Issue
1	Appointment of an External Director	Appointment of Ms. Dalia Lev to the office of external director of the Bank (as the term is defined in Section 1 of the Companies Law, 5759-1999), for a period of three years commencing from 12/04/2018 and until 11/04/2021

The following resolutions were adopted:

1

Type of transaction / issue put to the vote: *Appointment of an external director*

Summary of the issue: *Appointment of Ms. Dalia Lev to the office of external director of the Bank (as the term is defined in Section 1 of the Companies Law, 5759-1999), for a period of three years commencing from 12/04/2018 and until 11/04/2021*

Summary of the proposed resolution: *To approve the appointment of Ms. Dalia Lev to the office of external director of the Bank (according to the provisions of the Companies Law), for a period of three years commencing from 12/04/2018 and until 11/04/2021*

The meeting resolved: *To approve.*

Number of shares / securities that participated in the vote: *1,005,285,279*

Number of shares / securities that voted for the resolution: *1,004,545,572*

Number of shares / securities that participated in the vote and were not classified as shares whose holders have a personal interest / as shares which are not controlling shareholders or holders of a personal interest in the approval of the appointment, other than a personal interest that does not result from relations with the controlling shareholder: *737,741,518 of which 737,001,811 voted for the approval of the transaction and 739,707 voted against the approval of the transaction.*

Number of shares that participated in the vote and were not classified as shares whose holders are controlling shareholders of the Company / as shares of holders of a personal interest in the approval of the resolution: _____, _____ of which voted for the approval of the transaction.

Number of shares / securities that voted against the resolution: *739,707*

Rate of votes for approval of the transaction out of the total of voters who do not hold a personal interest in the transaction / who are not controlling shareholders or holders of a personal interest in the approval of the appointment, other than a personal interest that does not result from relations with the controlling shareholder: *99.90%*.

Rate of votes for approval of the transaction out of the total of voters who are not controlling shareholders of the company / who do not hold a personal interest in

the approval of the resolution: _____%.

Rate of voters against the resolution out of the total of voting rights in the company: 0.06%.

2. Resolutions of the meeting on other issues listed on the agenda thereof:
 1. *To approve the reappointment of Somekh Chaikin (KPMG), Certified Public Accountants and Ziv Haft (BDO), Certified Public Accountants as the joint auditors of the Bank, with effect until the end of the next annual general meeting of the Bank.*
 2. *To adopt the amendments to the Articles of Association of the Bank, in accordance with the form of the Articles of Association attached as Annex "A" to the report regarding the convening of a meeting.*

3. Specification of voters in the meeting that are institutional, interested parties or senior officers:

The capacity of the form is up to 40 lines (with each line containing information with respect to one securities holder who voted at the meeting). In the event that the voters' list exceeds 40, filling-in the information for the additional voters should be continued in an additional form.

 - file [Institutional Votes Report isa.pdf](#). The file will include the data required in this form for each voter.

The file can be viewed on the website of the Securities Authority at the address: <http://www.magna.isa.gov.il/details.aspx?id=01165&reference=2018-01-030603> and on the website of the Tel-Aviv Securities Exchange Ltd. at the address: <http://maya.tase.co.il/reports/details/1156811>

 - Specification of votes according to the numbering of the issues specified in Section 1 above:

Serial No.	Numbering of the Issue on the Agenda	Last Name of Shareholder or Securities Holder / Name of Corporation (Hebrew)(1)	First Name of Shareholder or Securities Holder	Number of Securities	Personal Interest (2)	Vote	Poll Card / Proxy
1	Issue						

	_____	_____	_____	_____	_____	_____	_____
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Explanations:

- (1) *Write the full name, as registered with the Registrar of Companies or in the identification certificate.*
- (2) *Regardless of whether the personal interest is the shareholder's or the securities holder's or the personal interest is the proxy's.*

This column of the table shall be filled-in with the data according to the following specification:

- *With respect to approval of a dual office-holding as CEO and Chairman (according to Section 121(c) of the Companies Law)- indicate "Yes" for a voter who is a controlling shareholder or a person who holds a personal interest in the approval of the resolution;*
- *With respect to the appointment of an external director (according to Section 239(b) of the Companies Law) - indicate "Yes" for a voter who is a controlling shareholder or holds a personal interest in the approval of the appointment, other than a personal interest which does not result from relations with the controlling shareholder;*
- *With respect to an irregular transaction with a controlling shareholder or in which the controlling shareholder has a personal interest (according to Section 275 of the Companies Law) – indicate "Yes" for a voter who holds a personal interest in the approval of the transaction;*
- *With respect to a resolution according to Section 350 of the Companies Law, or a resolution to change an indenture in a meeting of holders of certificates of indebtedness – indicate "Yes" for a voter who holds a personal interest, in accordance with the resolution.*

1	<p>Last name of the shareholder or securities holder (Hebrew) / Name of corporation (Hebrew): _____.</p> <p>First name of the shareholder or securities holder (Hebrew): _____.</p> <p>Last name of the shareholder or securities holder / Name of corporation (English): _____.</p>
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First name of the shareholder or securities holder (English):
_____.

Type of identification number: _____.

Identification number: _____.

Participation in the meeting is by virtue of holding the security whose number is:
_____.

Place of incorporation of the shareholder or securities holder / country of passport:
_____ .

Name of proxy: _____.

Type of identification number of proxy: _____.

Identification number of proxy: _____.

Country of passport: _____.

If the company is aware of any relation between the voter (who does not hold a personal interest) and the company or any of the controlling shareholders thereof, including employment relations, business relations, etc. – a specification of the nature of such relations:
_____.

4. This report is submitted further to the following report/s:

Report	Date of Release	Reference Number
<i>Original</i>	<i>06/03/2018</i>	<i>2018-01-018129</i>
<i>Amending</i>	<i>29/03/2018</i>	<i>2018-01-026982</i>

Note in connection with the existence of business ties:

Having regard to the size of the Bank group, the extent of its affairs and the range of the services that it grants and receives, part of the shareholders / proxies, and in particular financial institutional bodies or their controlling parties have ties with the Bank in the normal and current course of business, including the provision of credit and banking services, services in connection with activity in the capital market, operational and distribution services, acquisition of insurance coverage, the granting of joint loans to third parties and other financial transactions. In addition, there may be ties between shareholders that are institutional bodies that provide financial services in the course of their business and senior office holders of the Bank.

The controlling party of the Bank, Arison Holdings (1998) Ltd. has advised the Bank that to the best of its knowledge, it and its affiliated companies (together "the Arison Group") have business ties with part of the institutional bodies that voted at the meeting, that they are in the normal course of business of such bodies, including the receipt of portfolio management services and additional financial services from whichever of the institutional bodies; institutional bodies are liable to hold debentures or other securities issued by the Arison Group and its affiliated companies; institutional bodies have provided and may provide credit / financing or insurance to the Arison Group.

Having regard to the extent of the affairs of the Bank group and the controlling parties thereof, and in the light of the great range of their activities and ties, in and outside Israel, there may be additional business ties in the normal and current course of business between the Bank and/or the controlling parties thereof and whichever of the shareholders or their proxies.

It should be noted that when reporting the absence of any personal interest of a shareholder (or his proxy if he voted by means of a proxy) the Bank relied on the declarations of those voting and the proxies that they have no personal interest in the voting and the understanding of the Bank that business ties in the normal course of business, in as much as there are any, do not amount to a personal interest on the part of the person voting / proxy.

Names of the Signatories on behalf of the Corporation:

Ronit Shapira, Secretary of the Bank

Amit Levy, Legal Advisor to the Board of Directors

Signed on 12.04.2018

The reference numbers of the previous documents on the subject (any citation made does not constitute inclusion by way of reference):

The securities of the Corporation are listed for trading on the Tel Aviv Stock Exchange

Date on which the structure of the form was updated: 20/02/2018

Abbreviated Name: Poalim

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Electronic Mail: ronit.shapira@poalim.co.il Company Website: <http://www.bankhapoalim.co.il>

Previous names of reporting entity:

Name of Electronic Reporter: Shapira Ronit, Her Job Title: Secretary of the Bank, Name of Employing Company:

Address: Yehuda Halevy 63, Tel-Aviv 6578109, Telephone: 03-567 3800 Fax: 03-567 4576,

Electronic Mail: ronit.shapira@poalim.co.il